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Attorneys for USA Capital Diversified Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE COMPANY,
 USA CAPITAL REALTY ADVISORS, LLC,
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 USA SECURITIES, LLC,
 Debtors.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

SUBSTITUTION OF COUNSEL

USA Capital Diversified Trust Deed Fund, LLC ("Diversified Fund"), hereby substitutes the law firm of SNELL & WILMER, L.L.P., 3883 Howard Hughes Parkway, #1100, Las Vegas, Nevada 89169, in the place of the law firm of BECKLEY SINGLETON, CHTD., 530 Las Vegas Boulevard South, Las Vegas, Nevada 89101, as its Special (Nevada) Counsel in the above-captioned matters.

DATED this 31st day of August 2007.

USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC

By: /s/Michael Tucker

Michael Tucker, Administrator

1 We hereby agree to be substituted in the place of BECKLEY SINGLETON, CHTD. in the
2 above-captioned matter, as Special (Nevada) Counsel for Diversified Fund.

3 DATED this 31st day of August 2007.

4 SNELL & WILMER, L.L.P.

5 By: /s/Robert Kinas

6 Robert R. Kinas, Esq.
7 Nevada State Bar No. 6019
8 3883 Howard Hughes Parkway, #1100
9 Las Vegas, Nevada 89169
10 Telephone: (702) 784-5200
11 Facsimile: (702) 784-5252

12 We hereby agree to the substitution of the law firm of SNELL & WILMER, L.L.P., as
13 Special (Nevada) Counsel for Diversified Fund in the above-captioned matter, in our place and
14 stead.

15 DATED this 31st day of August 2007.

16 BECKLEY SINGLETON, CHTD.

17 By: /s/Anne Loraditch

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